

MENTION DE DEPOT

Facebook Lux S.à r.l.

Société à responsabilité limitée

Siège social : 7, rue Robert Stümper, L-2557 Luxembourg

R.C.S. Luxembourg : B 149776

Capital Social : 282.700 USD

Les comptes annuels arrêtés au 31 décembre 2014 ont été déposés au registre de commerce et des sociétés de Luxembourg.

Pour mention aux fins de la publication au Mémorial, Recueil des Sociétés et Associations.

Luxembourg, le 11 juin 2015.



Le mandataire

ABRIDGED BALANCE SHEET

Financial year from ⁰¹ 01/01/2014 to ⁰² 31/12/2014 (in ⁰³ USD)

FACEBOOK LUX

7, rue Robert Stümper
L-2557 Luxembourg

ASSETS

	Reference(s)	Current year	Previous year
A. Subscribed capital unpaid	1101 _____	101 _____	102 _____
I. Subscribed capital not called	1103 _____	103 _____	104 _____
II. Subscribed capital called but unpaid	1105 _____	105 _____	106 _____
B. Formation expenses	1107 _____	107 _____	108 _____
C. Fixed assets	1109 _____	109 <u>575.474.800,00</u>	110 <u>374.474.800,00</u>
I. Intangible fixed assets	1111 _____	111 _____	112 _____
II. Tangible fixed assets	1125 _____	125 _____	126 _____
III. Financial fixed assets	1135 _____ <u>3</u>	135 <u>575.474.800,00</u>	136 <u>374.474.800,00</u>
D. Current assets	1151 _____	151 <u>1.404.608,08</u>	152 <u>4.675.388,17</u>
I. Inventories	1153 _____	153 _____	154 _____
II. Debtors	1163 _____ <u>4</u>	163 _____	164 <u>4.150.104,10</u>
a) becoming due and payable within one year	1203 _____	203 _____	204 <u>4.150.104,10</u>
b) becoming due and payable after more than one year	1205 _____	205 _____	206 _____
III. Transferable securities and other financial instruments	1189 _____	189 _____	190 _____
IV. Cash at bank, cash in postal cheque accounts, cheques and cash in hand	1197 _____	197 <u>1.404.608,08</u>	198 <u>525.284,07</u>
E. Prepayments	1199 _____	199 _____	200 _____
TOTAL (ASSETS)		201 <u>576.879.408,08</u>	202 <u>379.150.188,17</u>

RCSL Nr. : B149776

Matricule : 2009 2434 312

LIABILITIES

	Reference(s)	Current year	Previous year
A. Capital and reserves			
	1301 _____	301 <u>3.915.612,53</u>	302 <u>3.405.020,33</u>
I. Subscribed capital	1303 _____ 5	303 <u>282.700,00</u>	304 <u>282.700,00</u>
II. Share premium and similar premiums	1305 _____ 6	305 <u>2.732.934,20</u>	306 <u>2.732.934,20</u>
III. Revaluation reserves	1307 _____	307 <u>4.965,02</u>	308 <u>4.965,02</u>
IV. Reserves	1309 _____ 7	309 <u>19.221,06</u>	310 <u>633,90</u>
V. Profit or loss brought forward	1319 _____	319 <u>365.200,05</u>	320 <u>12.044,08</u>
VI. Profit or loss for the financial year	1321 _____	321 <u>510.592,20</u>	322 <u>371.743,13</u>
VII. Interim dividends	1323 _____	323 _____	324 _____
VIII. Capital investment subsidies	1325 _____	325 _____	326 _____
IX. Temporarily not taxable capital gains	1327 _____	327 _____	328 _____
B. Subordinated debts	1329 _____	329 _____	330 _____
a) becoming due and payable within one year	1425 _____	425 _____	426 _____
b) becoming due and payable after more than one year	1427 _____	427 _____	428 _____
C. Provisions	1331 _____	331 _____	332 _____
D. Non subordinated debts	1339 _____ 8	339 <u>572.963.795,55</u>	340 <u>375.745.167,84</u>
a) becoming due and payable within one year	1407 _____	407 <u>463.795,55</u>	408 <u>4.245.167,84</u>
b) becoming due and payable after more than one year	1409 _____	409 <u>572.500.000,00</u>	410 <u>371.500.000,00</u>
E. Deferred income	1403 _____	403 _____	404 _____
TOTAL (LIABILITIES)		405 <u>576.879.408,08</u>	406 <u>379.150.188,17</u>

RCSL Nr. : B149776

Matricule : 2009 2434 312

PROFIT AND LOSS ACCOUNT**Financial year from** ⁰¹ 01/01/2014 **to** ⁰² 31/12/2014 (in ⁰³ USD)

FACEBOOK LUX

7, rue Robert Stümper
L-2557 Luxembourg**A. CHARGES**

	Reference(s)	Current year	Previous year
1. Use of merchandise, raw materials and consumable materials	1601 _____	601 _____	602 _____
2. Other external charges	1603 _____	603 <u>31.884,76</u>	604 <u>27.517,11</u>
3. Staff costs	1605 _____	605 _____	606 _____
a) Salaries and wages	1607 _____	607 _____	608 _____
b) Social security on salaries and wages	1609 _____	609 _____	610 _____
c) Supplementary pension costs	1611 _____	611 _____	612 _____
d) Other social costs	1613 _____	613 _____	614 _____
4. Value adjustments	1615 _____	615 _____	616 _____
a) on formation expenses and on tangible and intangible fixed assets	1617 _____	617 _____	618 _____
b) on current assets	1619 _____	619 _____	620 _____
5. Other operating charges	1621 _____	621 _____	622 _____
6. Value adjustments and fair value adjustments on financial fixed assets	1623 _____	623 _____	624 _____
7. Value adjustments and fair value adjustments on financial current assets. Loss on disposal of transferable securities	1625 _____	625 _____	626 _____
8. Interest and other financial charges	1627 _____	627 <u>24.037.130,63</u>	628 <u>14.942.180,06</u>
a) concerning affiliated undertakings	1629 _____	629 <u>24.036.888,35</u>	630 <u>14.941.453,66</u>
b) other interest and similar financial charges	1631 _____	631 <u>242,28</u>	632 <u>726,40</u>

RCSL Nr. : B149776

Matricule : 2009 2434 312

	Reference(s)	Current year	Previous year
9. Share of losses of undertakings accounted for under the equity method	1649 _____	649 _____	650 _____
10. Extraordinary charges	1633 _____	633 _____	634 _____
11. Income tax	1635 _____	635 <u>235.686,13</u>	636 <u>157.059,53</u>
12. Other taxes not included in the previous caption	1637 _____	637 <u>15.012,26</u>	638 <u>13.189,60</u>
13. Profit for the financial year	1639 _____	639 <u>510.592,20</u>	640 <u>371.743,13</u>
TOTAL CHARGES		641 <u>24.830.305,98</u>	642 <u>15.511.689,43</u>

RCSL Nr. : B149776

Matricule : 2009 2434 312

B. INCOME

	Reference(s)	Current year	Previous year
1. Net turnover	1701 _____	701 _____	702 _____
2. Change in inventories of finished goods and of work and contracts in progress	1703 _____	703 _____	704 _____
3. Fixed assets under development	1705 _____	705 _____	706 _____
4. Reversal of value adjustments	1707 _____	707 _____	708 _____
a) on formation expenses and on tangible and intangible fixed assets	1709 _____	709 _____	710 _____
b) on current assets	1711 _____	711 _____	712 _____
5. Other operating income	1713 _____	713 _____	714 _____
6. Income from financial fixed assets	1715 _____	715 _____	716 _____
a) derived from affiliated undertakings	1717 _____	717 _____	718 _____
b) other income from participating interests	1719 _____	719 _____	720 _____
7. Income from financial current assets	1721 _____	721 _____	722 _____
a) derived from affiliated undertakings	1723 _____	723 _____	724 _____
b) other income from financial current assets	1725 _____	725 _____	726 _____
8. Other interest and other financial income	1727 _____	727 <u>24.830.305,98</u>	728 <u>15.511.689,43</u>
a) derived from affiliated undertakings	1729 _____	729 <u>24.830.249,73</u>	730 <u>15.511.041,40</u>
b) other interest and similar financial income	1731 _____	731 <u>56,25</u>	732 <u>648,03</u>
9. Share of profits of undertakings accounted for under the equity method	1745 _____	745 _____	746 _____
10. Extraordinary income	1733 _____	733 _____	734 _____
13. Loss for the financial year	1735 _____	735 <u>0,00</u>	736 <u>0,00</u>
TOTAL INCOME		737 <u>24.830.305,98</u>	738 <u>15.511.689,43</u>

Facebook Lux S.à r.l.

Notes to the annual accounts as at 31 December 2014

Note 1 - General information

Facebook Lux S.à r.l. (hereafter the “Company”) was incorporated for an unlimited period of time on 30 November 2009 as a “Société à responsabilité limitée”. Since its incorporation, the Company is governed by the laws of Luxembourg, in particular by the law dated 10 August 1915, on commercial companies, as amended (the “Law”).

The registered office of the Company is established at 7, rue Robert Stümper, L-2557 Luxembourg.

The Company’s financial year begins on the first of January and ends on the thirty-first of December of each year.

The object of the Company is the acquisition of participations, in Luxembourg or abroad, in any companies or enterprises in any form whatsoever and the management of such participations. The Company may in particular acquire by subscription, purchase, and exchange or in any other manner any stock, shares and other participation securities, bonds, debentures, certificates of deposit and other debt instruments and more generally any securities and financial instruments issued by any public or private entity whatsoever. It may participate in the creation, development, management and control of any company or enterprise. It may further invest in the acquisition and management of a portfolio of patents or other intellectual property rights of any nature or origin whatsoever.

The Company may borrow in any form except by way of public offer. It may issue by way of private placement only, notes, bonds and debentures and any kind of debt and/or equity securities. The Company may lend funds including the proceeds of any borrowings and/or issues of debt securities to its subsidiaries, affiliated companies or to any other company. It may also give guarantees and grant securities in favour of third parties to secure its obligations or the obligations of its subsidiaries, affiliated companies or any other company. The Company may further pledge, transfer, encumber or otherwise create security over all or over some of its assets.

The Company may generally employ any techniques and instruments relating to its investments for the purpose of their efficient management, including techniques and instruments designed to protect the Company against credit, currency exchange, interest rate risks and other risks.

The Company may carry out commercial or financial operations and any transactions with respect to real estate or movable property, which directly or indirectly favour or relate to its object.

The Company is included in the consolidated annual accounts of Facebook, Inc. forming at once the largest and the smallest body undertakings of which the Company forms a part as a subsidiary undertaking. The registered office of that company is located at Menlo Park, California, USA and the consolidated annual accounts are available to the public on the website: <http://investor.fb.com>.

Notes to the annual accounts as at 31 December 2014

Note 2 - Summary of significant accounting policies

2.1 Basis of preparation

The annual accounts have been prepared in accordance with Luxembourg legal and regulatory requirements under the historical cost convention.

Accounting policies and valuation principles are, besides the ones laid down by the Law of 19 December 2002, as amended, determined and applied by the Board of Managers.

The preparation of annual accounts requires the use of certain critical accounting estimates. It also requires the Board of Managers to exercise its judgement in the process of applying the accounting policies. Changes in assumptions may have a significant impact on the annual accounts in the period in which the assumptions changed. Management believes that the underlying assumptions are appropriate and that the annual accounts therefore present the financial position and results fairly.

The Company makes estimates and assumptions that affect the reported amounts of assets and liabilities in the next financial year. Estimates and judgements are continually evaluated and are based on historical experience and other factors, including expectations of future events that are believed to be reasonable under the circumstances.

2.2 Significant accounting policies

The main valuation rules applied by the Company are the following:

2.2.1 Financial fixed assets

Loans are valued at nominal value including the expenses incidental thereto.

In case of a durable depreciation in value according to the opinion of the Board of Managers, value adjustments are made in respect of financial fixed assets, so that they are valued at the lower figure to be attributed to them at the balance sheet date. These value adjustments are not continued if the reasons for which the value adjustments were made have ceased to apply.

2.2.2 Debtors

Debtors are valued at their nominal value. They are subject to value adjustments where their recovery is compromised. These value adjustments are not continued if the reasons for which the value adjustments were made have ceased to apply.

2.2.3 Foreign currency translation

The Company maintains its books and records in US dollar (USD).

Transactions expressed in currencies other than USD are translated into USD at the exchange rate effective at the time of the transaction.

Long-term assets expressed in currencies other than USD are translated into USD at the exchange rate effective at the time of the transaction. At the balance sheet date, these assets remain translated at historical exchange rates.

Notes to the annual accounts as at 31 December 2014

Cash at bank is translated at the exchange rate effective at the balance sheet date. Exchange losses and gains are recorded in the profit and loss account of the year.

Other assets and liabilities are translated separately respectively at the lower or at the higher of the value converted at the historic exchange rate or the value determined on the basis of the exchange rates effective at the balance sheet date. The unrealised exchange losses are recorded in the profit and loss account. The exchange gains are recorded in the profit and loss account at the moment of their realisation.

2.2.4 Debts

Debts are recorded at their reimbursement value. Where the amount repayable on account is greater than the amount received, the difference is shown as an asset and is written off over the period of the debt based on a linear method.

Note 3 - Financial fixed assets

The financial assets caption is composed by three Promissory Notes towards Facebook Sweden Holdings A.B..

The first Promissory Note issued on 9 August 2012 amounts to USD 125,474,800.00. The interest rate of this note is 4.30% per annum and the maturity date is 9 August 2022.

The second Promissory Note issued on 4 February 2013 amounts to USD 249,000,000.00. The interest rate of this note is 4.50% per annum and the maturity date is 4 February 2023.

The third Promissory Note issued on 3 April 2014 amounts to USD 201,000,000.00. The interest rate of this note is 5.50% per annum and the maturity date is 3 April 2024.

Note 4 - Debtors

The accrued interest on the Promissory Notes towards Facebook Sweden Holdings A.B. were fully reimbursed on 30 December 2014.

Note 5 - Subscribed capital

As at 31 December 2014, the subscribed capital amounts to USD 282,700.00 and is divided into 257 shares fully paid up with a nominal value of USD 1,100.00.

*Notes to the annual accounts as at 31 December 2014**Note 6 - Share premium and similar premiums*

The movements on the "Share premium and similar premiums" item during the year are as follows:

	Share premium (USD)
Share premium account - Opening balance	<u>2,732,934.20</u>
Movements of the year	-
Share premium account - Closing balance	<u>2,732,934.20</u>

Note 7 - Legal reserve

In accordance with Luxembourg Company Law, the Company is required to transfer a minimum of 5% of its net profit for each financial year to a legal reserve. This requirement ceases to be necessary once the balance on the legal reserve reaches 10% of the issued share capital. The legal reserve is not available for distribution to the shareholders.

During the Annual General Meeting held on 13 May 2014, the sole shareholder of the Company, Facebook Ireland Limited, decided to allocate USD 18,587.16 of the annual result to the legal reserve.

As at 31 December 2014, the legal reserve amounts to USD 19,221.06.

Note 8 - Non subordinated debts

Non subordinated debts are made of the following:

	Within one year (USD)	After one year and within five years (USD)	After more than five years (USD)	Total 2014 (USD)	Total 2013 (USD)
Amounts owed to affiliated undertakings	27,275.29	-	572,500,000.00	572,527,275.29	375,555,068.82
Tax and social security debts	416,449.89	-	-	416,449.89	170,268.53
Other creditors	20,070.37	-	-	20,070.37	19,830.49
Total	<u>463,795.55</u>	<u>-</u>	<u>572,500,000.00</u>	<u>572,963,795.55</u>	<u>375,745,167.84</u>

Notes to the annual accounts as at 31 December 2014

The amounts owed to affiliated undertakings correspond mainly to three Promissory Notes granted by Facebook Ireland Holdings amounting to USD 123,000,000.00, USD 248,500,000.00 and USD 201,000,000.00.

The accrued interest on the Promissory Notes were fully paid on 29 January 2014 and on 30 December 2014.

The interest rate for the first Promissory Note as defined in the agreement is 4.30% minus an arm's length spread to be determined annually by the Parties as documented in the transfer pricing study. As at 31 December 2014, the interest rate determined amounts to 4.1725%. The maturity date of this Promissory Note is 9 August 2022.

The interest rate for the second Promissory Note as defined in the agreement is 4.50% minus an arm's length spread to be determined annually by the Parties as documented in the transfer pricing study. As at 31 December 2014, the interest rate determined amounts to 4.3725%. The maturity date of this Promissory Note is 4 February 2023.

The interest rate for the third Promissory Note as defined in the agreement is 5.50% minus an arm's length spread to be determined annually by the Parties as documented in the transfer pricing study. As at 31 December 2014, the interest rate determined amounts to 5.3725%. The maturity date of this Promissory Note is 3 April 2024.

Note 9 - Off-balance sheet commitments

Under the Share Pledge Agreement dated 12 October 2012, Facebook Sweden Holdings A.B. has pledged all its shares in Pinnacle Sweden A.B. as a security for the reimbursement of the Promissory Notes dated 9 August 2012, 4 February 2013 and 3 April 2014 (see note 3) amounting to USD 575,474,800.00.

Note 10 - Subsequent events

No significant event has occurred since the balance sheet date.

Facebook Lux S.à r.l.
Société à responsabilité limitée
7, rue Robert Stümper, L-2557 Luxembourg
R.C.S. Luxembourg : B 149776
Share capital: 282.700 USD

Allocation of the result:

The profit for the financial year ended December 31, 2014 amounting to USD 510,592.20 will be allocated as follows:

Profit for the financial year	USD	510,592.20
Allocation to the legal reserve	USD	(9,048.94)
<hr/>		
Result carried forward	USD	501,543.26